



THE UNITED STATES
CORPORATION
COMPANY

P34917

ACCOUNT NO. : 072100000032

REFERENCE : 292095 4809573

AUTHORIZATION :

Patricia Pijnt

COST LIMIT : \$ 70.00

ORDER DATE : June 29, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 292095-015

CUSTOMER NO: 4809573

400002919804--7

CUSTOMER: Ms. Janice Nicols
Dole Food Company, Inc.
31365 Oak Crest Drive
A2-4
Westlake Villag, CA 91361

EFFECTIVE DATE
7/1/99

Merger

ARTICLES OF MERGER

COLOMBIAN CARNATIONS, INC.

INTO

DOLE FRESH FLOWERS, INC.

FILED
99 JUN 30 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUN 30 PM 12:07
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

AWR

6/30/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLOMBIAN CARNATIONS, INC., a Florida corporation 460125

,

into

DOLE FRESH FLOWERS, INC., a Delaware corporation P34917

File date: June 30, 1999 , effective July 1, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
7/1/99
ARTICLES OF MERGER
OF
COLOMBIAN CARNATIONS, INC.
AND
DOLE FRESH FLOWERS, INC.

FILED
99 JUN 30 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

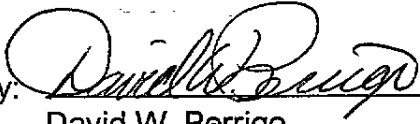
To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

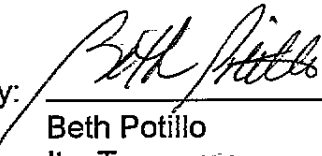
1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Colombian Carnations, Inc. with and into Dole Fresh Flowers, Inc.
2. The shareholders of Colombian Carnations, Inc. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on June 24, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Colombian Carnations, Inc. with and into Dole Fresh Flowers, Inc. is permitted by the laws of the jurisdiction of organization of Dole Fresh Flowers, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholders of Dole Fresh Flowers, Inc. was June 25, 1999.
4. The effective time and date of the merger herein provided for in the State of Florida shall be July 1, 1999.

Executed on June 28, 1999.

COLOMBIAN CARNATIONS, INC.

By: 
David W. Perrigo
Its: Vice President—Taxes

DOLE FRESH FLOWERS, INC.

By: 
Beth Potillo
Its: Treasurer

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved as of June 25, 1999, by Colombian Carnations, Inc., which is a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Shareholder and Board of Directors as of said date, and approved as of June 24, 1999, by Dole Fresh Flowers, Inc., which is a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Shareholder and Board of Directors as of the 25th day of June, 1999.

1. Colombian Carnations, Inc. and Dole Fresh Flowers, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Dole Fresh Flowers, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometime hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Colombian Carnations, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Florida.

2. Inasmuch as it is not desired to amend or change the Articles of Incorporation of the Surviving Corporation in any manner under the provisions of the merger herein provided for, the Articles of Incorporation of the Surviving Corporation upon the effective date of the merger in the State of Delaware shall continue to be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The Bylaws of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Delaware shall continue to be the Bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of Delaware shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each share of the capital stock of the Terminating Corporation issued and outstanding at the effective date of the merger shall, by virtue of the merger and without

any action upon the part of the holder thereof, no longer be issued and outstanding and shall be canceled and retired and shall thereupon cease to exist. Each share of the capital stock of the Surviving Corporation issued and outstanding at the effective date of the merger shall be unaffected by the merger and remain issued and outstanding.

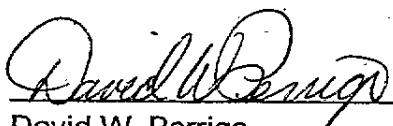
6. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the General Corporation Law of the State of Florida and in accordance with the provisions of the General Corporation Law of the State of Delaware, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The merger of Colombian Carnations, Inc. with and into Dole Fresh Flowers, Inc. shall become effective in the State of Delaware upon the filing of the Articles of Merger with the Delaware Corporation Commission.

In Witness Whereof, the parties have executed this Agreement and Plan of Merger this 28th day of June, 1999.

COLOMBIAN CARNATIONS, INC.

By: 
David W. Perrigo
Its: Vice President—Taxes

DOLE FRESH FLOWERS, INC.

By: 
Beth Potillo
Its: Treasurer